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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 4, 2002

APPLICATION OF

ANTHEM, INC.

and

CASE NO. INS-2002-00131

TRIGON HEALTHCARE, INC.,

Applicants.

ORDER SCHEDULING PUBLIC HEARING

ON A FORMER DAY came Anthem, Inc. (Anthem), a corporation domiciled in the State of Indiana, and Trigon Healthcare, Inc. (Trigon), a corporation domiciled in the Commonwealth of Virginia, and, pursuant to Virginia Code §§ 38.2-1323 and 38.2-4319, filed with the Clerk of the Commission an application for approval of acquisition of control by Anthem of Trigon Insurance Company d/b/a Trigon Blue Cross Blue Shield, Trigon Health and Life Insurance Company, domestic insurers licensed to transact the business of insurance in the Commonwealth of Virginia and affiliated with Trigon, and Trigon's affiliated and licensed, domestic health maintenance organizations (HealthKeepers, Inc., Peninsula Health Care, Inc., and Priority Health Care, Inc.) through the proposed merger of Trigon Healthcare, Inc., with and into AI Sub Acquisition Corp., a corporation domiciled in the state of Indiana and a direct wholly owned subsidiary of Anthem.

AND THE COMMISSION, in its discretion having determined that a public hearing should be held on the application in order to provide the public and interested persons with an opportunity to comment, ORDERS THAT:

(1) The application be assigned Case No. INS-2002-00131, docketed, and set for hearing before the Commission in its courtroom at 10:00 a.m. on July 10, 2002, Tyler Building, Second Floor, 1300 East Main Street, Richmond, Virginia 23219, to be continued from time to time thereafter, as necessary;

(2) Anthem and Trigon cause to be published in the non-classified sections of newspapers of general circulation in the cities of Richmond, Fredericksburg, Norfolk, Roanoke, Bristol, Harrisonburg, Winchester, and Fairfax, once a week, for two consecutive weeks, beginning the week of June 10, 2002, a notice of such hearing, substantially as follows:

NOTICE OF PUBLIC HEARING

Notice is hereby given to the public and all insureds of Trigon Insurance Company d/b/a Trigon Blue Cross Blue Shield (Trigon), Trigon Health and Life Insurance Company, and subscribers, members, and enrollees of Trigon's affiliated health maintenance organizations set forth below that Anthem, Inc. ("Anthem"), a foreign corporation domiciled in the State of Indiana, and Trigon Healthcare, Inc., a corporation domiciled in the Commonwealth of Virginia, have filed a joint application with the State Corporation Commission ("Commission") seeking approval of a proposal by which Anthem would acquire control of Trigon Insurance Company, Trigon Health and Life Insurance Company, and Trigon's affiliated and licensed health maintenance organizations (HealthKeepers,

Inc., Peninsula Health Care, Inc., and Priority Health Care, Inc.), through the merger of Trigon Healthcare, Inc., the ultimate parent thereof, with and into AI Sub Acquisition Corp., a corporation domiciled in the state of Indiana and a direct wholly owned subsidiary of Anthem.

Copies of the application may be examined at the offices of Trigon, 2015 Staples Mill Road, Richmond, Virginia 23226; and the Office of the Clerk of the Commission, Tyler Building, First Floor, 1300 East Main Street, Richmond, Virginia 23219.

The Commission has set a public hearing thereon in Case No. INS-2002-00131 on July 10, 2002, at 10:00 a.m. in its courtroom, Tyler Building, Second Floor, 1300 East Main Street, Richmond, Virginia 23219, to be continued thereafter from time to time, as necessary.

On or before June 28, 2002, any person or entity wishing to appear at the hearing as a respondent shall file with the Clerk of the Commission a notice of participation in accordance with 5 VAC 5-20-80 B of the Commission's Rules of Practice and Procedure. Any person or entity not participating in the hearing as a respondent may make known its position by attending the hearing, noting an appearance as a public witness in the manner prescribed by the Commission, and giving oral testimony. Public witnesses may not otherwise participate in the proceeding, be included in the service list, or be considered a party to the proceeding.

ANTHEM, INC.
TRIGON HEALTHCARE, INC.

(3) Pursuant to 5 VAC 5-20-80 B of the Commission's Rules of Practice and Procedure, effective June 1, 2001, any person wishing to appear at the hearing as a respondent shall file with the Clerk of the Commission a notice of participation as set forth therein on or before June 28, 2002;

(4) Pursuant to 5 VAC 5-20-80 C of said rules, any person or entity not participating in a matter pursuant to 5-20-80 A or 5-20-80 B, may make known the position of any such person or entity in any regulatory proceeding by attending the hearing, noting an appearance as a public witness in the manner prescribed by the Commission, and giving oral testimony. Public witnesses may not otherwise participate in the proceeding, be included in the service list, or be considered a party to the proceeding.